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DONELAN, CLEARY, WOOD & MASER, P. C.

ATTORNEYS AND COUNSELORS AT LAW

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April 2, 1991

The Honorable Sidney L. Strickland, Jr.  
Secretary  
Interstate Commerce Commission  
Washington, D.C. 20423

1-092A038

RECORDED TO 12079-E

APR 2 1991 -1 22 PM

INTERSTATE COMMERCE COMMISSION

Dear Secretary Strickland:

Enclosed for recordation, under the provisions of 49 U.S.C. §11303(a) and the regulations thereunder, are an original and four counterparts of a Lease Extension Agreement, a secondary document, dated as of December 31, 1990, by and between CSX Transportation, Inc., formerly known as Baltimore and Ohio Railroad Company ("Lessee") and The Connecticut Bank and Trust Company, as Trustee ("Lessor") under a Trust Agreement dated as of July 1, 1980 with General Electric Capital Corporation, formerly known as General Electric Credit corporation, as owner, relating to that certain Lease of Railroad Equipment, dated as of July 1, 1980 ("Lease"), between Lessor and Lessee, recorded under Recordation No. 12079-B.

It is my understanding that the recordation number to be assigned to this new document as described in the preceding paragraph will be: 12079-E.

The names and addresses of the parties to the enclosed document are as follows:

LESSOR: The Connecticut Bank and Trust Company  
100 Constitution Plaza  
Hartford, Connecticut 01603

LESSEE: CSX Transportation, Inc.  
100 North Charles Street  
Baltimore, Maryland 21201

*C/ru. Mase*  
*Constitution*

RECORDED TO 12079-E  
APR 2 1991 -1 22 PM  
INTERSTATE COMMERCE COMMISSION

DONELAN, CLEARY, WOOD & MASER, P. C.  
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As indicated in the enclosed Lease Extension Agreement, the Lessor and the Lessee are extending the term of the Lease in respect of all, but not fewer than all, of the Units covered by the Lease, for a two-year period commencing on January 1, 1991. A description of the Units is contained in the Lease and is incorporated by reference herein.

The undersigned is the attorney-in-fact for purposes of this filing. Please return the originals of the enclosed documents to John K. Maser III, Esquire, Donelan, Cleary, Wood & Maser, P.C., Suite 850, 1275 K Street, N.W., Washington, D.C. 20005-4006 or the bearer hereof.

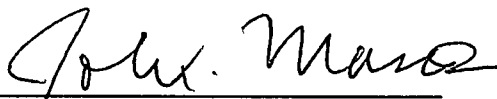
Also enclosed is a remittance in the amount of \$15.00 for the required recording fees.

A short summary of the document to appear in the index follows:

#### SECONDARY DOCUMENT

Lease Extension Agreement, dated as of December 31, 1990, by and between CSX Transportation, Inc. ("Lessee") and The Connecticut Bank and Trust Company, as Trustee ("Lessor"), relating to that certain Lease of Railroad Equipment ("Lease"), dated as of July 1, 1980, between Lessor and Lessee, recorded under Recordation No. 12079-B, extending the term of the Lease in respect of all, but not fewer than all, of the Units covered by the Lease

Respectfully submitted,

By:   
John K. Maser III  
Attorney-In-Fact

LEASE EXTENSION AGREEMENT

12079-E  
APR 2 1991 - 1:25 PM  
INTERSTATE COMMERCE COMMISSION

THIS LEASE EXTENSION AGREEMENT, dated as of the 31<sup>st</sup> day of December, 1990, by and between CSX TRANSPORTATION, INC., a Maryland corporation, formerly known as the Baltimore and Ohio Railroad Company, as lessee (hereinafter called the "Lessee"), and THE CONNECTICUT BANK AND TRUST COMPANY, a Connecticut banking corporation, as Trustee (hereinafter called the "Lessor") under a Trust Agreement dated as of July 1, 1980 (hereinafter called the "Trust Agreement") with GENERAL ELECTRIC CAPITAL CORPORATION, a New York corporation formerly known as General Electric Credit Corporation, as owner:

W I T N E S S E I H :

WHEREAS, the Lessor and the Lessee have entered into that certain Lease of Railroad Equipment, dated as of July 1, 1980 (as amended or supplemented to and including the date hereof, the "Lease"), which Lease was filed and recorded with the Interstate Commerce Commission pursuant to Section 11303 of Title 49 of the United States Code on August 11, 1980, at 11:40 p.m. under recordation number 12079-B, and

WHEREAS, the Lessor and the Lessee desire to extend the term of the Lease in accordance with Section 13 thereof.

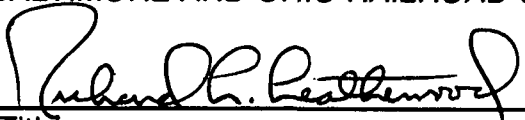
NOW, THEREFORE, in consideration of the premises and the mutual covenants and conditions herein contained, and for other good and valuable consideration, the receipt and sufficiency whereof are hereby acknowledged, the Lessor and the Lessee hereby agree as follows:

1. Capitalized terms used herein and not defined shall have the respective meanings ascribed to such terms in the Lease.
2. The Lessor and the Lessee hereby extend the term of the Lease in respect of all, but not fewer than all, of the Units covered by the Lease, for a two-year period commencing on January 1, 1991, at a rental payable in four (4) semi-annual payments in arrears, payable on the first day of January and July in each year commencing July 1, 1991, to and including January 1, 1993, each in an amount equal to \$1800.00 per unit.
3. The Casualty Value of each Unit as of the payment date on which payment is to be made as aforesaid shall be that percentage of the Purchase Price of such Unit as is set forth in Schedule A hereto opposite such date.

4. Except as expressly extended and modified by the terms hereof, the Lease shall remain in full force and effect.

IN WITNESS WHEREOF, the parties hereto have executed or caused this instrument to be executed as of the date first above written.

CSX TRANSPORTATION, INC. (formerly  
THE BALTIMORE AND OHIO RAILROAD COMPANY)

By:   
Title: \_\_\_\_\_

[CORPORATE SEAL]

Attest:

\_\_\_\_\_  
Title:

THE CONNECTICUT BANK AND TRUST  
COMPANY, as Trustee

By: \_\_\_\_\_  
Title: \_\_\_\_\_

[CORPORATE SEAL]

Attest:

\_\_\_\_\_  
Title:

4. Except as expressly extended and modified by the terms hereof, the Lease shall remain in full force and effect.

IN WITNESS WHEREOF, the parties hereto have executed or caused this instrument to be executed as of the date first above written.

CSX TRANSPORTATION, INC. (formerly  
THE BALTIMORE AND OHIO RAILROAD COMPANY)

By: \_\_\_\_\_  
Title:

[CORPORATE SEAL]

Attest:

\_\_\_\_\_  
Title:

THE CONNECTICUT BANK AND TRUST  
COMPANY, as Trustee

By: *Paul L. Spada*  
Title: *Asst Secretary*

[CORPORATE SEAL]

Attest:

*Maureen P. Topp*  
Title: *Asst Secretary*

STATE OF MARYLAND )  
CITY ) ss.:  
~~COUNTY OF~~ BALTIMORE )

On this 31st day of December, 1990, before me personally appeared Richard L. Leatherwood, to me personally known, who, being by me duly sworn, says that (s)he is President and CEO, of CSX TRANSPORTATION, INC., that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Karen Luebehusen  
Notary Public

[SEAL]

My Commission Expires: October 1, 1993

STATE OF )  
 ) ss.:  
COUNTY OF )

On this \_\_\_\_\_ day of December, 1990, before me personally appeared \_\_\_\_\_, to me personally known, who, being by me duly sworn, says that (s)he is \_\_\_\_\_, of THE CONNECTICUT BANK AND TRUST COMPANY, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

\_\_\_\_\_  
Notary Public

[SEAL]

My Commission Expires: \_\_\_\_\_

STATE OF  
COUNTY OF

)  
) ss.:  
)

On this \_\_\_\_\_ day of December, 1990, before me personally appeared \_\_\_\_\_, to me personally known, who, being by me duly sworn, says that (s)he is \_\_\_\_\_, of CSX TRANSPORTATION, INC., that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

\_\_\_\_\_  
Notary Public

[SEAL]

My Commission Expires: \_\_\_\_\_

STATE OF  
COUNTY OF

)  
) ss.:  
)

On this 31<sup>st</sup> day of December, 1990, before me personally appeared Ruth L Spada, to me personally known, who, being by me duly sworn, says that (s)he is ASST. Secretary, of THE CONNECTICUT BANK AND TRUST COMPANY, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Maryanne C. Young  
Notary Public

MARYANNE C. YOUNG  
NOTARY PUBLIC  
MY COMMISSION EXPIRES MARCH 31, 1992

[SEAL]

My Commission Expires: \_\_\_\_\_

## SCHEDULE A

<u>Date</u>	<u>Percentage of Purchase Price</u>
January 1, 1991	29.2408263
July 1, 1991	26.9306197
January 1, 1992	24.6204131
July 1, 1992	22.3102065
January 1, 1993	20.0000000